

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE: TRIBUNE FRAUDULENT
CONVEYANCE LITIGATION

Consolidated Multidistrict Action
Case No. 1:11-MD-2296 (WHP)
Case No. 1:12-MC-2296 (WHP)

ECF Case
12-cv-02652 (WHP)

**DEFENDANT BANK OF OKLAHOMA'S ANSWER
TO THE FIFTH AMENDED COMPLAINT**

Defendant BOKF, NA d/b/a Bank of Oklahoma as legal successor in interest to Bank of Oklahoma, N.A. in the above captioned matter, pursuant to Fed.R.Civ.P.8(b)(5), respectfully states it is without knowledge of information sufficient to form a belief as to the truth of any of the allegations contained in the Fifth Amended Complaint, and therefore denies all of the allegations contained in the Fifth Amended Complaint, except that Defendant BOKF, NA d/b/a Bank of Oklahoma admits that it was a nominee shareholder for certain shareholders of the Bankrupt.

Affirmative Defenses

1. Plaintiffs have failed to state a claim on which relief may be granted.
2. Defendant BOKF, NA d/b/a Bank of Oklahoma relied upon the opinion of experts in the field and the Board of Directors in tendering shares as part of the underlying transaction.
3. Defendant BOKF, NA d/b/a Bank of Oklahoma reserves the right to amend this Answer to allege additional affirmative defenses of which it becomes aware.

Respectfully submitted,

/s/ John D. Clayman
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as legal successor in interest to Bank of Oklahoma,
N.A.

Dated September 23, 2013

CERTIFICATE OF SERVICE

I hereby certify that on the 23rd day of September, 2013, I caused the foregoing document to be filed electronically with the Clerk of the Court using CM/ECF, which will send notification of such filing to all registered participants.

/s/ John D. Clayman

John D. Clayman